

**EXHIBIT UU TO THE JUNE 26, 2008
DECLARATION OF GREGORY I. RASIN, ESQ.**

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
JANNIE PILGRIM, GIOVANNA HENSON,
JESAN SPENCER, BRENDA CURTIS,

Plaintiffs,

against

THE MCGRAW-HILL COMPANIES, INC.,

Defendant.
----- X

Civil Action No.: 07-6618 (CM) (AJP)

**AFFIDAVIT OF DEBORAH
O'CONNOR**

STATE OF NEW YORK)

) ss:

COUNTY OF NEW YORK)

DEBORAH O'CONNOR, being duly sworn, deposes and states:

1. I am the Director of University Relations for the Standard & Poor's ("S&P") division of The McGraw-Hill Companies, Inc. ("Defendant" or "McGraw-Hill").

2. I have been employed by McGraw-Hill in various capacities since 1993. I have been in my current position since December 20, 2004.

3. In November 2004, my responsibilities as Director of University Relations included hiring for a position entitled Recruiting Specialist – Campus Recruiting, S&P.

4. The Recruiting Specialist – Campus Recruiting, S&P involved long hours and some travel to college campuses on the East Coast, for recruitment and attendance at MBA Career Fairs. Organizing first round interview schedules (on-campus) (invitation and bid schedules) and final round interviews (head office), is a significant component of the position, as

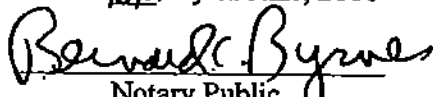
is working with campus recommended vendors to prepare for S&P's company briefings and special events on the college/university campuses. Experience working with university career services offices is preferred for this position due to the volume of the work load.

5. The job opening for the Recruiting Specialist position was posted internally on McGraw-Hill's intranet. Ms. Henson submitted an application through the intranet. Ms. Henson had previously applied for this position, but withdrew her application. I conducted a telephone interview of Ms. Henson. During the interview, I learned Ms. Henson did not have experience preparing campus interview schedules nor did she have experience working with Business School Career Services offices.

6. I selected another candidate, Blessing Mariano (Asian), for the Recruiting Specialist position. Ms. Mariano had extensive previous experience in the area of M.B.A. Campus Recruiting through her prior employment at Morgan Stanley. In fact, she had been doing the exact same job at Morgan Stanley. I felt Ms. Mariano was the best candidate for the position because of her relevant work experience and Financial Services industry experience.


Deborah O'Connor

Sworn to and subscribed
on this 10th day of June, 2008


Notary Public

BERNARD C. BYRNES
Notary Public, State of New York
No. 02BY6157676, Qualified in Nassau County
Certificate Filed in New York County
Comm. Expires December 11, 2012